

RECORDATION NO. 27463 FILED

APR 17 '08

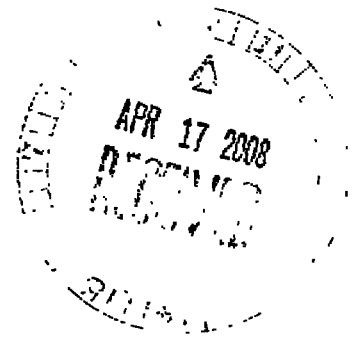
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SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318 7575  
Fax 847.318.7588  
www.firstunionrail.com



VIA UPS 2<sup>nd</sup> DAY AIR

April 15, 2008

Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E. Street, S.W., Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated April 1, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Dywidag Systems International, USA, Inc.  
2154 South Street  
Long Beach, CA 90805

A description of the railroad equipment covered by the enclosed document is three (3) 5'6" gondola cars, with NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosure  
(DSI001)

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ASSGN. NO.: DSI001

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of April, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Dywidag Systems International, USA, Inc. ("Lessee"), an Illinois corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 18, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 2008, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. SeymourName: RICHARD F. SEYMOUR  
VICE PRESIDENT SALES & MARKETING

Title: \_\_\_\_\_

ATTEST.

By: K. A. DombrowskiName: K. A. DombrowskiTitle: DIRECTOR OF DOCUMENTATION Executed on this 1st day of April, 2008.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of April, 2008.

Susan Grokulska  
Notary Public

My Commission Expires:

8-14-2008

(Notary Public)



LESSEE:

DYWIDAG SYSTEMS INTERNATIONAL USA, INC.

ATTEST:

By: James C Herold

Name: James C Herold

Title: Office Manager

By: Consuelo T. Aycock

Name: Consuelo T. Aycock

Title: Notary Public

Executed on this 20th day of March, 2008.

[CORPORATE SEAL]

STATE OF California

COUNTY OF Los Angeles

I, Consuelo T. Aycock, a Notary Public of the County and State aforesaid, certify that James C Herold personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20th day of March, 2008.

Consuelo T. Aycock  
Notary Public

Commission Expires:

Jan 7, 2010

(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Three (3)

DESCRIPTION OF CARS:    1996 built 66 ft. inside length, 5'6" inside height, 286,000 capacity  
Gondola Cars.

CAR NUMBERS:            NDYX 360025, 360116, 360145